

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	: Chapter 11
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Delphi Corporation, <u>et al.</u> ,	: Case No. 05-44481 (RDD)
	: (Jointly Administered)
Debtors.	:
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	:
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**SUPPLEMENTAL DECLARATION OF LOUIS A. SCARCELLA IN SUPPORT OF THE
APPLICATION FOR AN ORDER AUTHORIZING EMPLOYMENT AND RETENTION
OF FARRELL FRITZ, P.C. AS CONFLICTS COUNSEL TO
OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS**

I, LOUIS A. SCARCELLA, declare pursuant to 28 U.S.C. § 1746 that:

1. I am a member of the law firm of Farrell Fritz, P.C. ("Farrell Fritz"), 1320 RexCorp Plaza, Uniondale, New York, 11556-1320. I make this declaration (the "Supplemental Declaration") to supplement my declaration, dated September 3, 2008 (the "September 3 Declaration"), and incorporated herein by reference, and in further support of the application dated September 3, 2008 of the Official Committee of Equity Security Holders (the "Equity Committee") in these chapter 11 cases (the "Chapter 11 Cases") of the above captioned debtors and debtors in possession (collectively, the "Debtors") seeking an order authorizing the retention of Farrell Fritz as conflicts counsel to the Equity Committee in compliance with §§ 328 and 1103 of title 11 of the United States Code (the "Bankruptcy Code") and to provide the disclosure required under Rule 2014 of the Federal Rules of Bankruptcy Procedure. Unless otherwise stated in this Supplemental Declaration, I have personal knowledge of the facts hereinafter set forth. To the extent that any information disclosed herein requires subsequent amendment or modification upon Farrell Fritz's completion of further analysis or as additional information

becomes available to it, one or more supplemental declarations will be submitted to the Court reflecting the same.

2. In addition to the disclosures set forth in the September 3 Declaration, Farrell Fritz currently represents (i) General Motors Corp. and (ii) Motorola, Inc. in matters wholly unrelated to these Chapter 11 Cases. Farrell Fritz's revenues from these clients each individually accounted for less than 1% of the firm's gross revenues for the year ending December 31, 2007 and, based on the firm's revenue to date in 2008, are not expected to exceed 1% of the firm's gross revenues for the year ending December 31, 2008.

3. Insofar as I have been able to ascertain and subject to the disclosures contained herein and in the September 3 Declaration, I believe that neither Farrell Fritz, nor any members, counsel or associates thereof, represents any interest adverse to the Debtors herein, or their estates, in matters that Farrell Fritz is to be engaged. Moreover, I believe Farrell Fritz is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code and, for purposes of section 1103(b) of the Bankruptcy Code, does not represent any interest adverse to the Equity Committee in connection with these Chapter 11 Cases.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 10th day of September, 2008 in Uniondale, New York.

/s/ Louis A. Scarcella
LOUIS A. SCARCELLA